UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12

InnovAge Holding Corp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

☒ No fee required

☐ Fee paid previously with preliminary materials

☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

AMENDED NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

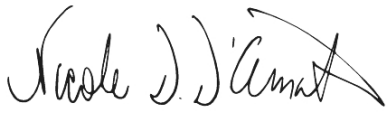
The annual meeting of stockholders of InnovAge Holding Corp. (the "Company") for 2026 (the "Annual Meeting") will be held via the internet at www.virtualshareholdermeeting.com/INNV2026 on Thursday, December 3, 2026, at 9:00 a.m. Eastern Time, for the following purposes:

1. to elect the three director nominees identified in the accompanying proxy statement to serve as Class III directors until the 2029 Annual Meeting of Stockholders and until their successors are duly elected and qualified;
2. to approve, on a non-binding advisory basis, the frequency of future stockholder advisory votes on the compensation of the Company's named executive officers;
3. to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers ("Say-on-Pay"), as disclosed in the accompanying proxy statement;
4. to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2027;
5. to elect Forrest Wilkinson to serve as a Class III director until the 2029 Annual Meeting of Stockholders and until his successor is duly elected and qualified; and
6. to transact other business as may properly come before the meeting or any postponement or adjournment of the Annual Meeting.

Stockholders of record as of the close of business on October 12, 2026, are entitled to vote. A list of stockholders entitled to vote at the Annual Meeting will be available for examination by any stockholder for any purpose relevant to the meeting during ordinary business hours for at least ten days prior to the Annual Meeting, at 8950 E. Lowry Boulevard, Denver, Colorado 80230, and on the date of the meeting, on the virtual platform for the Annual Meeting at www.virtualshareholdermeeting.com/INNV2026.

The Notice of Internet Availability was first mailed, and the proxy statement was first filed and made available to the Company's stockholders of record, on or about October 22, 2026.

By Order of the Board of Directors,



NICOLE D'AMATO
Chief Legal Officer and Corporate Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 3, 2026:

This Notice of Annual Meeting, the accompanying Proxy Supplement, the Proxy Statement and our Annual Report on Form 10-K for the Fiscal Year Ended June 30, 2026 are available at *www.proxyvote.com*

SUPPLEMENT TO THE PROXY STATEMENT
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON DECEMBER 3, 2026

This proxy statement supplement (this "Proxy Supplement"), dated November 19, 2026, supplements the definitive proxy statement on Schedule 14A (the "Proxy Statement") of InnovAge Holding Corp. ("InnovAge", the "Company", "we", "us" or "our") filed with the Securities and Exchange Commission (the "SEC") on October 22, 2026 and made available to stockholders in connection with the Company's Annual Meeting of Stockholders (the "Annual Meeting") to be held virtually at *www.virtualshareholdermeeting.com/INNV2026* on Thursday, December 3, 2026, at 9:00 a.m. Eastern Time and any additional proxy materials filed with the SEC. This Proxy Supplement is being filed to revise our slate of nominees for election to the Board of Directors of the Company (the "Board") at the Annual Meeting by removing Pavithra Mahesh and adding Forrest Wilkinson.

Except as supplemented or amended by the information contained in this Proxy Supplement, all information set forth in the Proxy Statement remains unchanged. We urge you to read this Proxy Supplement carefully and in its entirety together with the Proxy Statement. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Proxy Statement.

Withdrawal of Nominee for Election as a Class III Director

On November 19, 2026, the Board resolved not to nominate Pavithra Mahesh for reelection to the Board at the Annual Meeting in connection with her departure as Principal of Apax Partners. As a result, Ms. Mahesh's term will expire on the date of the Annual Meeting and she is no longer a nominee for election to the Board. The remaining three nominees for election to the Board named in the Proxy Statement (John Ellis Bush, Patricia Fontneau and Ted Kennedy, Jr.) will continue to stand for election at the Annual Meeting.

Substitute Nominee for Election as a Class III Director

The Board has nominated Forrest Wilkinson to be a substitute Class III nominee for election at the Annual Meeting in place of Ms. Mahesh. Information relating to Mr. Wilkinson and his proposed election as a director at the Annual Meeting is being provided in this Proxy Supplement.

The Company has updated its proxy card to reflect this substitution of nominees. However, the proxy card distributed with the Proxy Statement remains valid and stockholders who have already returned their proxy card or authorized a proxy over the internet or by telephone do not need to take any action unless they want to change or revoke their voting instructions. If you would like to vote for the election of Mr. Wilkinson, however, you must vote again using the amended proxy card. See Voting and Revocability of Proxies below for additional information.

Accordingly, the revised list of nominees for election as directors at the Annual Meeting is now John Ellis Bush, Patricia Fontneau, Ted Kennedy, Jr. and Forrest Wilkinson. For technical purposes, the election of Mr. Wilkinson is being considered as a new, separate voting matter (Proposal 5). We are also providing an amended proxy card to enable stockholders to vote on the revised nominees for election as directors, including Mr. Wilkinson.

Except for the new Proposal 5 and the amended notice and proxy card, this Proxy Supplement does not modify, amend, supplement or otherwise affect any matter presented for consideration in the Proxy Statement. This Proxy Supplement should be read in conjunction with the Proxy Statement, which contains important additional information.

The amended proxy card enclosed with this Proxy Supplement differs from the original proxy card previously furnished to you in that the amended proxy card removes Pavithra Mahesh as a nominee for director in Proposal 1 and includes the election of Forrest Wilkinson as a nominee for director as a new Proposal 5. If you have already voted, we encourage you to resubmit your vote on all proposals by submitting the amended proxy

card which is being distributed with this Proxy Supplement or by submitting a proxy by telephone or through the internet by following the procedures on your amended proxy card. However, if you return, or have returned, an original proxy card, your proxy will remain valid for all of the other proposals and director nominees except Mr. Wilkinson because he is not listed as a nominee on the original proxy card, and your original proxy card will be voted at the Annual Meeting unless revoked. PLEASE NOTE THAT IF YOU SUBMIT A NEW PROXY CARD IT WILL REVOKE ALL PRIOR PROXY CARDS, SO IT IS IMPORTANT TO INDICATE YOUR VOTE ON EACH PROPOSAL ON THE NEW PROXY CARD.

PROPOSAL 5 - ELECTION OF FORREST WILKINSON AS A CLASS III DIRECTOR

On November 19, 2026, the Board resolved not to nominate Pavithra Mahesh for reelection to the Board at the Annual Meeting in connection with her departure as Principal of Apax Partners. As a result, Ms. Mahesh's term will expire on the date of the Annual Meeting and she is no longer a nominee for election to the Board.

The Board has nominated Forrest Wilkinson as a substitute nominee for election to the Board at the Annual Meeting as a Class III director to hold office until the 2029 Annual Meeting of Stockholders, or until his successor is elected and qualified, or until his earlier death, resignation, or removal. In addition to Mr. Wilkinson, the other nominees for election to the Board at the Annual Meeting under Proposal 1 are John Ellis Bush, Patricia Fontneau and Ted Kennedy, Jr. The Board continues to recommend a vote "FOR" each of the foregoing nominees.

Biographical information on all nominees other than Mr. Wilkinson is set forth in the Proxy Statement. Biographical information with respect to Mr. Wilkinson's specific experience, qualifications, attributes and skills that led our Board to conclude that he should serve as a director of the Company is set forth below. Mr. Wilkinson was designated as a candidate for director pursuant to the Director Nomination Agreement.

Forrest Wilkinson, 36, currently serves as Principal in the Services team at Apax Partners, where he has worked since 2014. Prior to joining Apax Partners, Mr. Wilkinson was an investment banker at Evercore and Bank of America, where he advised corporate clients on mergers and acquisitions and capital markets transactions. Mr. Wilkinson serves on the boards of CohnReznick Advisory and PIB Group Limited, and previously served on the boards of several other privately held companies. Mr. Wilkinson graduated with an MBA from the Stanford Graduate School of Business and a BBA in Finance and a BA from University of Texas at Austin. We believe Mr. Wilkinson's experience in finance, private equity and investment qualifies him to serve as a director of our Board.

Board Committees

If elected, Mr. Wilkinson will be appointed to the Quality and Compliance Committee of the Board.

Security Ownership

As of October 12, 2026, Mr. Wilkinson did not beneficially own shares of common stock of the Company.

Related Party Transactions

Information relating to related party transactions between the Company and TCO Group Holdings, L.P., the investment vehicle through which the Principal Shareholders with whom Mr. Wilkinson is affiliated, hold their investment, is disclosed in the Proxy Statement under the heading "Certain Relationships and Related Party Transactions—Related Party Transactions." If elected, Mr. Wilkinson will enter into an indemnification agreement with the Company in the form previously filed by the Company with the SEC and used by other directors.

Director Compensation

As a director affiliated with our Principal Shareholders, Mr. Wilkinson will not receive compensation for his services as a director.

Vote Required

Under our Bylaws, a plurality of the votes cast by the voting power of capital stock present in person or represented by proxy at the Annual Meeting and entitled to vote thereon is required to elect Mr. Wilkinson to the Board. This means that Mr. Wilkinson may be elected at the Annual Meeting even if votes submitted "FOR" Mr. Wilkinson do not constitute a majority of the votes cast. Votes that are "WITHHELD" with respect to Mr. Wilkinson will result in Mr. Wilkinson receiving fewer votes, but they will not count as votes against Mr. Wilkinson and will have no effect on the outcome of his election. Broker non-votes will not impact the election of Mr. Wilkinson.

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF FORREST WILKINSON AS A DIRECTOR.

Voting and Revocability of Proxies

Please vote as soon as possible using the amended proxy card enclosed with this Proxy Supplement, which includes new Proposal 5 - Election of Class III Director: Forrest Wilkinson. If you have already voted, you are not required to vote again. If you would like to vote for the election of Mr. Wilkinson, however, you must vote again using the amended proxy card.

If you return, or have already returned, an original proxy card, then the votes indicated on such original proxy card will remain valid for each of the proposals and director nominee elections other than Proposal 5 and will be voted at the Annual Meeting unless revoked. **Please note that the submission of a new proxy card will revoke all prior proxy cards submitted, so it is important to indicate your vote for each proposal on any new proxy card, including those included on the amended proxy card, the original proxy card or any previously submitted proxy card.**

If the amended proxy card or original proxy card is properly signed, dated and returned and is not revoked, the proxy will be voted at the Annual Meeting in accordance with your instructions indicated on the proxy card. If no instructions are given on how to vote your shares, your proxy will be voted in accordance with the Board's recommendations on the proposals included on such proxy card.

You may revoke your proxy and change your vote at any time before your vote is due, including the final vote at the Annual Meeting. Attendance at the Annual Meeting will not automatically revoke your proxy unless you vote at the Annual Meeting.

Mr. Wilkinson has consented to be named in this Proxy Supplement and to serve as a director, if elected. Our management has no reason to believe that Mr. Wilkinson will be unable to serve. If Mr. Wilkinson becomes unavailable for election as a result of an unexpected occurrence, shares that would have been voted for Mr. Wilkinson will instead be voted for the election of a substitute nominee whom the Board may propose.

Other Matters

We are not aware of any matters other than those discussed in the Proxy Statement and in this Proxy Supplement contemplated for action at the Annual Meeting. The persons named in the accompanying proxy card will vote in accordance with the recommendation of the Board on any other matters incidental to the conduct of, or otherwise properly brought before, the Annual Meeting. The proxy card contains discretionary authority for them to do so.



SCAN TO
VIEW MATERIALS & VOTE

INNOVAGE HOLDING CORP.
8950 EAST LOWRY BLVD
DENVER, CO 80230

VOTE BY INTERNET
Before The Meeting - Go to **www.proxyvote.com or scan the QR Barcode above**

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. EST on December 2, 2026. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to **www.virtualshareholdermeeting.com/INNV2026**

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. EST on December 2, 2026. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL
Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

T05536-P56878 KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

INNOVAGE HOLDING CORP.

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Class III Directors.

Nominees:	**For**	**Withhold**
1a. John Ellis Bush	☐	☐
1b. Patricia Fontneau	☐	☐
1c. Ted Kennedy, Jr.	☐	☐
1d. Withdrawn	☐	☐

The Board of Directors recommends you vote for "1 YEAR" on proposal 2.	**1 Year**	**2 Years**	**3 Years**	**Abstain**
2. Advisory vote on the frequency of future say-on-pay votes.	☐	☐	☐	☐

The Board of Directors recommends you vote FOR proposals 3 and 4.	**For**	**Against**	**Abstain**
3. Advisory vote to approve executive compensation ("say-on-pay").	☐	☐	☐
4. The ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2027.	☐	☐	☐

The Board of Directors recommends you vote FOR proposal 5.	**For**	**Withhold**
5. Election of Class III Director; Forrest Wilkinson.	☐	☐

NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	Date

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Proxy Statement, Proxy Supplement and Annual Report on Form 10-K are available at www.proxyvote.com.

T05537-P56878

INNOVAGE HOLDING CORP.
Annual Meeting of Stockholders
December 3, 2026 at 9:00 a.m. EST
This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Benjamin C. Adams and Nicole D'Amato, or either of them, as proxies, each with the power to appoint their substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of INNOVAGE HOLDING CORP. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 9:00 a.m. EST on December 3, 2026, at www.virtualshareholdermeeting.com/INNV2026, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations. If any other matters properly come before the meeting that are not specifically set forth on the proxy card, in the Proxy Statement and in the Proxy Supplement, the proxies will vote in their discretion.

Please refer to the Proxy Statement and the Proxy Supplement for a discussion of the Proposals.

Continued and to be signed on reverse side